FOR_MOD Mall Processing Section

SEP 152008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Wushington, D.C. 20549

FORM D

3235-0076 OMB Number: Expires: August 31,2008 Estimated average burden hours per response. 16.00

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Washington, DC 101

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
The Habit Restaurants, LLC Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE	DDo
Type of Filing:	PROCESSED SEP 1 9 2008 THOMSON REUTERS
A. BASIC IDENTIFICATION DATA	SEP 1 9 2000
1. Enter the information requested about the issuer	THOUSE
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	THUMSON RELITEDA
The Habit Restaurants, LLC	WEDIEKS.
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Num	nber (Including Area Code)
1019 Chapala Street, Santa Barbara, CA 93101 (805) 965-6030	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number and Street, City, State, Zip Code) (if different from Executive Offices)	mber (Including Area Code)
Brief Description of Business	116578 44101 1678 1844 4110 4564 4110 1876 411
Type of Business Organization	08059161
☐ corporation ☐ limited partnership, already formed ☑ other (please specify): ☐ business trust ☐ limited partnership, to be formed timited Liability Company	0003101
Month Year	
Actual or Estimated Date of Incorporation or Organization: 07 07 Actual Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS	· <u>·</u>
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 (774(6).	CFR 230,501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deem and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received which it is due, on the date it was mailed by United States registered or certified mail to that address.	
Where To File: U.S. Securities and Exchange Commission, 450 FiRh Street, N.W., Washington, D.C. 20549.	
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any cop photocopies of the manually signed copy or bear typed or printed signatures.	ies not monually signed must be
Information Required: A new filing must contain all information requested. Amendments need only report the name of the ithereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and I not be filed with the SEC.	issuer and offering, any clianges B. Part E and the Appendix need
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administer to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to this notice and must be completed.	strator in each state where sales fee in the proper amount shall
ATTENTION	
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conv appropriate federal notice will not result in a loss of an available state exemption unless such exempt filling of a federal notice.	rersely, fallure to file the lion is predictated on the

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

AS BASICIDEN UTICATION DADA	
2. Enter the information requested for the following:	
 Each promoter of the issuer, if the issuer has been organized within the past five years; 	
 Each beneficial owner having the power to vate or dispose, or direct the vate or disposition of, 10% or more 	of a class of equity securities of the issuer.
 Each executive officer and director of corporate issuers and of corporate general and managing partners 	of partnership issuers; and
 Each general and managing partner of partnership issuers. 	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
KARP, Alian W.	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o KarpReilly, LLC, 104 Field Point Road, Greenwich, CT 06830	· · · · · · · · · · · · · · · · · · ·
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
REILLY, Christopher K.	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o KarpReilly, LLC, 104 Field Point Road, Greenwich, CT 06830	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual) BARTHOLEMY, Ed	
Business or Residence Address (Number and Street, City, State, Zip Code)	
1808 North Placita Buendia, Tucson, AZ 85749	_
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual) REICHARD, Brent B.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
c/o The Habit Restaurants, LLC, 1019 Chapala Street, Santa Barbara, CA 93101	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual) NORDAHL, David C.	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o The Habit Restaurants, LLC, 1019 Chapala Street, Santa Barbara, CA 93101	
Check Box(es) that Apply: Promoter Beneficial Owner Z Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual) SERRITELLA, Anthony P.	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o The Habit Restaurants, LLC, 1019 Chapala Street, Santa Barbara, CA 93101	
Check Box(es) that Apply: Promoter Beneficial Owner Z Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual) WHITWELL, Peter J.	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o The Habit Restaurants, LLC, 1019 Chapala Street, Santa Barbara, CA 93101	
(Use blank sheet, or copy and use additional copies of this sheet, as necessa	гу)

		A DASIG III	JEŅEUTOJĆĀŅĮON DATEA		
2. Enter the information re	quested for the fol	llowing:			
 Each promoter of t 	he issuer, if the is:	suer has been organized t	within the past five years;		
 Each beneficial ow 	ner having the pow	er to vote or dispose, or d	irect the vote or disposition	of, 10% or more of a	a class of equity securities of the issuer.
 Each executive off 	icer and director o	f corporate issuers and o	f corporate general and ma	naging partners of p	artnership issuers; and
 Each general and r 	nanaging partner o	l partnership issuers.			
Check Box(cs) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Foll Name (Last name first, i	f individual)			· .	
Business or Residence Addre c/o The Habit Restauran					
Check Box(cs) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)	.	<u> </u>	 	
KARPREILLY INVESTM	ENTS, LLC				
Business or Residence Addres 104 Field Point Road, Gre		·	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i		ATE FINANCE INSTIT	TUTIONAL INVESTORS	S III, LLC	
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	lode)		
c/o J.P. Morgan Investme				City, NY 10167	
Check Box(es) that Apply:	Promoter	Beneficial Owner	· · · · · · · · · · · · · · · · · · ·	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)		_	· · · · ·	
KARPREILLY HB CO-INV	/EST, LLC				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)		
c/o KarpRellly, LLC, 104	Field Point Roa	d, Greenwich, CT 068	330		
Check Box(cs) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i BENDEL, Russell	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)		
21 Com Flower Street, C	ota De Caza, C	A 92679			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last nume first, i	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)		

510,00						YEORNIATI	ON ABOU	rojerko	10 F				
i. 1	Has the	issuer sold	, or does th	e issuer in	itend to se	ll, to non-a	credited in	nvestors in	this offeri	ng?		Yes	No 🔀
	Answer also in Appendix, Column 2, if filing under ULOE.						•						
2.								s_75,0	000.00				
3.]	Does the	offering ;	oermit joint	ownershi	p of a sing	le unit?	,	*********	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		*************	Yes	No ⊠
4.	Enter th	c informat	ion request	ed for eac.	h person w	ho has bec	n or will b	e paid or p	given, dire	ctly or ind	rectly, any		
1	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.					with a state							
Full NO	•	Last name	first, if indi	vidual)									
Busin	ness or l	Residence	Address (N	umber and	Street, C	ty, State, Z	ip Code)	•					
Nam	e of Ass	ociated Br	oker or De	aler			<u> </u>						
State	s in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers						
,	(Check '	"All States	" or check	individual	States)	•••••	*******************	*************	*************	*****************************	•••••	☐ All	States
ĺ	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	[ID]
	IL	ĪŅ	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE I	NV	NH	NJ	NM TITO	NY	NC		OH	OK)	OR	PA
Į	RI	SC	SD	IN	TX	UT	VT	VA	WA	ŴV	WI	WY	PR
Full	Full Name (Last name first, if individual)												
Busi	Business or Residence Address (Number and Street, City, State, Zip Code)						•						
Nam	e of Ass	ociated Br	oker or De	aler				· · · ·		<u> </u>			-
State	s in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	" or check	individual	States)	***************************************	•••••	***************************************		******************		□ Al	States
1	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	111	ID
ĺ	IL	ĪN	ĪĀ	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE SCI	ΝV	NH	NI	NM TUE	NŸ TP#1	NC.	ND	OH	OK	OR WW	PA]
	RI	SC	SD]	TN	TX	[UT]	<u>VT</u>	VA	WA	WV	WI	WY	PR
Full	Name (I	_ast name	Arst, if indi	ividual)									
Busi	ness or	Residence	Address (1	Number an	d Street, C	City, State, I	Zip Code)						
Nam	e of Ass	ociated Br	oker or De	aler		<u></u>				<u></u>			-
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													
	(Check "All States" or check individual States)					States							
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	a
	IL NT	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT RI	NE SC	NV SD	HI	TX	NM ŪT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

CEOLEBRINGERIGE NUMBER OF INVESTIONS PROPERTY AND USE OF PROCEEDS.

1.	Enter the aggregate offering price of securities included in this offering and the total amount alread sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\subseteq\) and indicate in the columns below the amounts of the securities offered for exchange as	:k		
	already exchanged.			
	Type of Security	Aggregate Offering Price	2	Amount Already Sold
	Debt	\$_0.00	_	s_0.00
	Equity	\$ 0.00		\$ 0.00
	☐ Common ☐ Preferred			
	Convertible Securities (including warrants)	s _ 0.00	_	s
	no titume Class B LLC Unite	351.010.00	*	\$ 351,010.00*
	Other (Specify) Class C LLC Units and Class A LC Units issuable upon Total conversion thereof	., s 1,559,297.0	00 *	s 1,559,297.00*
	LLC Units issuable upon	s 1,910,307.	00	\$ 1,910,307.00
	Anguer also in Appendix Column 7 if filing under III OF	version pr n for Clas		C. NO COMPTRE
2.	Enter the number of accredited and non-accredited investors who have purchased securities in the offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of the purchases on the total lines. Enter "0" if answer is "none" or "zero."	tç		
		Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	2	_	s 1,910,307.00
	Non-accredited Investors	0		S_0.00
	Total (for filings under Rule 504 only)	2	_	\$_1,910,307.00
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securiti sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.	he		
	Type of Offering	Type of Security		Dollar Amount Sold
	Rule 505	•		\$ 0.00
	Regulation A		_	\$ 0.00
	Rule 504		-	s 555,000.00
	Total		_	s 555,000.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insure. The information may be given as subject to future contingencies. If the amount of an expenditure not known, furnish an estimate and check the box to the left of the estimate.	ne er.		
	Transfer Agent's Fees	*****		\$_0.00
	Printing and Engraving Costs	*****	_	\$ 0.00
	Legal Fees			\$ 10,000.00
	Accounting Fees			\$ 0.00
	Engineering Fees		 	s 0.00
	Sales Commissions (specify finders' fees separately)			\$ 0.00
	Other Expenses (identify)			s 0.00
	Total			c 10.000.00

and total proceeds 5. Indicate each of check th proceed	ter the difference between the aggregate offer a company of the issuer."	Question 4.a. This difference is the "a occed to the issuer used or proposed to ny purpose is not known, furnish an of the payments listed must equal the ac	djusted gross b be used for estimate and	s1,900,307.00
each of check th proceed	the purposes shown. If the amount for an ie box to the left of the estimate. The total o	ny purpose is not known, furnish an of I the payments listed must equal the ac	estimate and ljusted gross Payments to	
Salaries	·			
Salarius			Directors, & Affiliates	Payments to Others
SHITTIES	and fees		<u>0.00</u>	s_0.00
	se of real estate		· · · · · · · · · · · · · · · · · · ·	s 0.00
Purchas	se, rental or leasing and installation of ma	chinery		□ \$ 0.00
	ction or leasing of plant buildings and fac			s 0.00
Acquisi offering	tion of other businesses (including the va ; that may be used in exchange for the ass ursuant to a merger)	lue of securities involved in this ets or securities of another		s_0.00
	ent of indebtedness			S 0.00
Workin	g capital	·	<u>\$_0.00</u>	1,910,307.0 0
Other (specify):		<u>0.00</u>	s
			sss	s
Column	Totals			S 1,910,307.00
Total P	ayments Listed (column totals added)		🔽 s_1	,910,307.00
		DEEDDERAESIGNATURE		
signature co	as duly caused this notice to be signed by the nstitutes an undertaking by the issuer to fu lon furnished by the issuer to any non-acc	rnish to the U.S. Securities and Excha	inge Commission, upon writte	ile 505, the following en request of its staff,
ssuer (Print	or Type)	Signature	Date	
The Habit F	Restaurants, LLC	WW !!	September 1, 2	008
Name of Sig	ner (Print or Type)	Title of Signer (Print or Type)		
oavid C. No	rdahl	Vice Chairman		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		U. SUAUUS GNAUURD					
l.		230,262 presently subject to any of the disqualification Yes No					
		See Appendix, Column 5, for state response.					
2.	The undersigned issuer hereby under D (17 CFR 239,500) at such times	ertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form as required by state law.					
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.						
4.	limited Offering Exemption (ULO)	that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform E) of the state in which this notice is filed and understands that the issuer claiming the availability of establishing that these conditions have been satisfied.					
	uer has read this notification and know thorized person.	vs the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned					
lssuer (Print or Type)	Signature / Date					
The Hal	bit Restaurants, LLC	September 1, 2008					
Name (l	Print or Type)	Title (Print or Type)					
David (C. Nordahl	Vice Chairman /					

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

